

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**CRÉ- COMPOSTING AND ANAEROBIC DIGESTION ASSOCIATION OF IRELAND  
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

*(As adopted by special resolution on 18<sup>th</sup> December, 2020)*

1. The name of the Company is Cré- Composting and Anaerobic Digestion Association of Ireland Company Limited by Guarantee (“the Company”).
  2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
  3. The objects for which the Company is established are as follows:-
    - (a) To promote composting and anaerobic digestion in Ireland;
    - (b) To promote the use of quality assured compost/digestate products;
    - (c) To infuse best practices into the development of the industry;
    - (d) Promote proper management of organic waste in the business community;
    - (e) Promote home and on-site composting;
    - (f) Promote research in relevant sectors;
    - (g) Promote proper management of organic waste to reduce the amount of greenhouse gases generated; and
    - (h) Inform members on new emerging technologies.
  4. The liability of the members is limited.
  5. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:-
    - (a) The payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
    - (b) The adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.
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## **ARTICLES OF ASSOCIATION**

### **PRELIMINARY**

1. The provisions of the Companies Act 2014 shall apply to the Company save in so far as they are excluded or varied hereby.

In these Articles:

"the Act" means the Companies Act 2014.

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

"person" means any individual or company who takes out an annual membership of the Company and continues to pay his annual membership.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"the Seal" means the Common Seal of the Company;

"the office" means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

### **MEMBERS**

2. Any person who supports the purposes of the Association is eligible for membership in the category of membership relevant to that persons' activities.
3. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.  
(b) The Company shall have a maximum of 100 members subject to the power of the Directors to register an increase in the number of members.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
- 5.(a) Application for membership
  - (1) To apply to become a member of the Association, a person must submit a written application to the Association stating that the person:-

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Articles; and
- (d) adheres to the member code of conduct

(2) The application—

(a) must be signed by the applicant giving full details of business address, activities relevant to the Association and name of the person responsible for relations with the Association within the firm/organisation; and

(b) is finalised only upon payment of the joining fee to be paid within 30 days of the written notice given of application approval by the Board.

5.(b) Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board will be informed electronically of the application and the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

5.(c) New membership

If an application for membership is approved by the Board:-

(a) a person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date on which the person pays the joining fee.

(b) once payment is received, the secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

5.(d) Register of Members

- (1) The secretary must keep and maintain a Register of Members that includes the following details for each member:-
  - (i) the member's name;
  - (ii) the membership category under which the member is registered;
  - (iii) the address for notice last given by the member;
  - (iv) the date of becoming a member;
  - (v) any other information determined by the Board; and
  - (vi) for each former member, the date of ceasing to be a member.
- (2) The Register of Members must be kept at the principal place of administration of the Association.

- (3) Any member may, at a reasonable time and free of charge, inspect the Register of Members.

5.(e) Annual subscription and fee on joining

- (1) At each Annual General Meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription shall be 1<sup>st</sup> January each year; and
  - (c) the need for extraordinary contributions required for specific activities of the Association or to cover losses incurred during the previous financial year.
- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) who has not paid the annual fee within the year to which the fee applies are suspended until the subscription is paid.
- (4) annual membership fees are set out in the membership form which was executed by all new members.

6. Membership categories are established to ensure a membership representative of the many interests within and accompanying the composting and anaerobic digestion sector.

- (1) A member of the Association who is entitled to vote has the right
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Articles; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general assemblies; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general assemblies; and
  - (f) to inspect the register of members.

- (2) A member is entitled to vote if—
  - (a) membership is valid under Article 5
  - (b) the member's membership rights are not suspended for any reason
- (3) The rights, privileges or obligations of a member are not transferable and end when membership ceases.
- (4) Ceasing membership
  - (a) The membership of a person ceases on resignation, expulsion, or death.
  - (b) If a person ceases to be a member of the Company, the secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
  - (c) A Member may be expelled only by a decision made by a majority vote of the Board.
- (5) Resigning as a member
  - (a) A member is taken to have resigned if:-
    - (i) the member's annual subscription is more than 2 (two) months in arrears; or (i) the secretary has made a written request to the member to confirm that he or she wishes to remain a member; and;
    - (ii) the member has not, within 1 (one) month after receiving that request, confirmed in writing that he or she wishes to remain a member.

### **GENERAL MEETINGS**

- 7. All general meetings of the Company shall be held in the State.
- 8. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 7, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.

(3) Alternatively the Company may hold the Annual General Meeting wholly or partly by the use of electronic communications technology.
- 9. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 1203 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or members holding 40% of the total voting rights of all members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

The Company may hold the extraordinary general meeting wholly or partly by the use of

electronic communications technology-

### **NOTICE OF GENERAL MEETINGS**

11. Subject to Sections 181 and 191 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
12. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, if applicable, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, if applicable, and the fixing of the remuneration of the Auditors, if applicable.
14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
16. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
17. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
18. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned

meeting or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the Chairman, or
  - (b) by at least three members present in person, or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.
23. Subject to Section 193 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
24. Every member shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
26. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned

meeting at which the voter objected to is given or tendered, any or every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

28. Votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Company.
30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

**CRÉ COMPOSTING ASSOCIATION OF IRELAND  
COMPANY LIMITED BY GUARANTEE**

I/We,

of

in the County of \_\_\_\_\_, being a member/members of the above-named Company, hereby appoint the Chairman or failing him/her, (being a member of the Company) of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

This form is to be used \*in favour of /against the resolution.

\*Strike out whichever is not desired

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.



## **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

34. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

## **DIRECTORS**

35. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

## **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

36. (a) A member of any class may by notice in writing to the Secretary of the Company resign his/her membership of the Company.

(b) Membership of the Company shall automatically cease on any member's death.

(c) If any member shall refuse or willfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such members may by a Resolution of the Directors be expelled from membership provided that s/he shall have been given notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as s/he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 75 of these Articles whether or not it is actually received by the member intended to be served with such notice.

## **BORROWING POWERS**

37. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to Issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **POWERS AND DUTIES OF DIRECTORS**

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

39. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
41. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.

#### **DISQUALIFICATION OF DIRECTORS**

42. The Office of Director shall be vacated if the Director:-
- (a) without the consent of the company in general meeting holds any other office or place of profit under the Company; or
  - (b) does not follow and adhere to the Articles of Association and the objects of the Company, together with the Company Director's code of conduct.;
  - (c) is adjudged bankrupt or makes any arrangement or composition with his/her creditors generally; or
  - (d) becomes prohibited from being a Director by reason of any order made under Chapters 3 or 4 of Part 14 of the Act; or
  - (e) becomes of unsound mind; or
  - (f) resigns his office by notice in writing to the Company; or
  - (g) is convicted of an indictable offence unless the Directors otherwise determine; or
  - (h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act.

## **DISCIPLINARY ACTION AGAINST A MEMBER**

### 43. Grounds for taking disciplinary action

The Company may take disciplinary action against a member, if it is determined that the member:-

- (i) has persistently failed to comply with these Articles of Association and the objects of the Company; or
- (ii) refuses to support the purposes of the Company; or
- (iii) has persistently and wilfully engaged in conduct prejudicial to the Company; or
- (iv) persistently fails to comply with the code of conduct for members
- (v) has not attended three consecutive meetings of the board of directors and has not provided the Chairman with a reasonable explanation for his/her absence.

### 44. Disciplinary Committee and hearing

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Chairman will nominate a Disciplinary Committee, constituted of three Ordinary Members who have no common interests with the member involved.
- (2) The Disciplinary Committee will convene a meeting with the member against whom disciplinary action may be applied within one month of being nominated, and will hear the case against the member brought by the Association and will hear the member's defence. The Disciplinary Committee will decide on the appropriate sanction against the member, and this can include the expulsion of the member from the Company.
- (3) The Disciplinary Committee will report to the Chairman on its findings and the Chairman will inform the relevant member.
- (4) Should the member wish, s/he may appeal the decision made, in writing, to the Chairman.
- (5) The Chairman will report to the Board and the Board will make a final decision by simple majority and inform the member accordingly. No further appeal is permitted.

## **VOTING ON CONTRACTS**

- 45. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

## **ROTATION OF DIRECTORS**

- 46. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 47. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

48. A retiring Director shall be eligible for re-election.
49. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
50. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for section, and also notice in writing signed by that person of his willingness to be elected.
51. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
52. The directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall be no more than 10 (ten) Directors. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

In order to be eligible to be appointed as a Director of the Company, the individual must have been an active participant in a committee of the Company.

53. The Company may by ordinary resolution of which extended notice given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
54. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 53. Without prejudice to the powers of the Directors under Article 52 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if s/he had become Director on the day on which the Directors in whose place he is appointed was last elected a Director.

#### **PROCEEDINGS OF DIRECTORS**

55. The Chairman shall be appointed at the next meeting of the Board of Directors after the Annual General Meeting of the Company.
56. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting

vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

57. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be 50% of the directors plus one director.
58. The Company may hold meetings of the Directors wholly or partly by the use of electronic communications technology.
59. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
60. The Directors may elect a Chairman of their meetings and such Chairman must have acted as a director in the previous year. The Directors must determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
61. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
62. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
63. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
64. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
65. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
66. (1) If the Chairman and four Directors of the Company deems that an urgent matter of the Company requires a meeting of the Directors to be held at short notice, the Secretary shall ensure that such notice be given to each Director by electronic communication or by such other means of communication as is practicable.

- (2) Any resolution made at the meeting must be passed by two thirds majority of the Board of Directors, present at the meeting.
- (3) The only business that may be conducted at a meeting held by short notice is the business for which the meeting is convened.

### **SECRETARY**

67. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
68. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### **THE SEAL**

69. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

### **ACCOUNTS**

70. The Directors shall cause proper books of accounts to be kept relating to:-
  - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

71. The books shall be kept at the office or, subject to section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
72. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorized by the Directors or by the Company in general meeting.
73. The Directors shall from time to time cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required to be prepared and laid before the Annual General Meeting of the Company.

74. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them

### NOTICES

75. A notice may be given by the Company to any member either personally, by email, or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at which the letter would be delivered in the ordinary course of post.
76. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member
  - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

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